Edgar Filing: Gold Richard S - Form 4

Check this box if no longer subject to Section 16. SECURITIES SECURITIES NUMBERSHIP OF Section 16. SECURITIES NUMBERSHIP OF SECURITIES NUMBERSHIP SECURITIES NUMBERSHIP OF SECURITIES NUMBERSHIP SECURITIES N								3235-0287 January 31, 2005 verage			
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol M&T BANK CORP [MTB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	,	3. Date of Earliest Transaction								
ONE M&T PLAZA			(Month/Day/Year) 08/24/2012					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
				mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I	- Non-D	erivative S	Securi	ties Acqu	iired, Disposed of,	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed			4. Securiti n(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. Nature ofOwnershipIndirectForm: DirectBeneficial(D) orOwnershipIndirect (I)(Instr. 4)(Instr. 4)		
Common				ode V	Amount	(D) A	Price	(Instr. 3 and 4)			
Stock	08/24/2012		А	(1)	156.77	(1)	\$ 0 <u>(2)</u>	35,383.313	D		
Common Stock	08/24/2012]	F	54	D	\$ 85.87	35,329.313	D		
Common Stock								1.9	D <u>(3)</u>		
Common Stock								17	Ι	By Son <u>(4)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired			,			Follo
	2				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					i, una 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
Gold Richard S ONE M&T PLAZA BUFFALO, NY 14203			Executive Vice President			
Signatures						
Dry Andrea D. Karlawski Fag						

By: Andrea R. Kozlowski, Esq. (Attorney-in-Fact)

**Signature of Reporting Person

08/28/2012 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported transaction involves an award of fully vested restricted stock issued under the M&T Bank Corporation 2009 Equity Incentive Compensation Plan and represents a portion of the reporting person's salary.
- (2) The restricted stock was granted under an equity incentive compensation plan maintained by M&T Bank Corporation, and therefore the reporting person paid no price for the restricted stock.
- (3) Jointly owned.
- (4) These shares are owned by the son of the reporting person under the Uniform Transfers to Minors Act for which the reporting person is custodian.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners